

# **EXHIBIT 11**

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UNITED STATES DISTRICT COURT  
EASTERN DISTRICT OF NEW YORK  
=  
FULL CIRCLE UNITED, LLC,  
Plaintiff,  
-vs- Case No. 1:20-cv-03395  
BAY TEK ENTERTAINMENT, INC.,  
Defendant.  
=  
BAY TEK ENTERTAINMENT, INC.,  
Counterclaim Plaintiff,  
-vs-  
FULL CIRCLE UNITED, LLC,  
Counterclaim Defendant,  
-and-  
ERIC PAVONY,  
Additional Counterclaim  
Defendant.  
=  
Remote Videotaped Deposition of:  
GAETAN PHILLIPON  
\*\*\*CONFIDENTIAL\*\*\*  
Neenah, Wisconsin  
March 10, 2022  
Reporter: Jessica Bolanos

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1 Q And during that period of time, to your knowledge,  
2 did Bay Tek acquire any company?

3 MS. LEPERA: Asked and answered,  
4 but you can answer again, if you wish.

5 A Yeah, we acquired Skee-Ball, Incorporated.

6 Q No other companies other than Skee-Ball,  
7 Incorporated?

8 MS. LEPERA: Asked and answered.  
9 Objection to form.

10 You can answer.

11 THE WITNESS: Okay.

12 A I don't recall any others.

13 Q What do you recall about the acquisition of  
14 Skee-Ball, Incorporated?

15 MS. LEPERA: Objection; no  
16 foundation, vague, and ambiguous.

17 You can answer to the extent you  
18 understand the broad nature of the question.

19 A My recollection is there was an opportunity that  
20 was presented to us. I did an investigation, some  
21 conversations, which ultimately resulted in us  
22 acquiring the assets of Skee-Ball in February of  
23 2016.

24 Q How would you describe the opportunity presented  
25 to us, as you described it?

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1 multipage document. You can read the Bates  
2 stamp numbers, if you want, into the record.

3 MS. CASADONTE: I have done.

4 MS. LEPERA: Got it. Question  
5 pending?

6 MS. CASADONTE: I asked him -- I  
7 asked Mr. Phillipon whether the -- the  
8 settlement agreement that he's referring to  
9 between Full Circle and SBI is the  
10 confidential settlement agreement that's now  
11 been marked as Exhibit 33.

12 MS. LEPERA: Ask him if what --  
13 the, the one you referred to a minute ago is  
14 this?

15 MS. CASADONTE: Yeah.

16 MS. LEPERA: Again, in the context  
17 of the objections to the prior question, I  
18 just continue them, that he is not a lawyer,  
19 and any question regarding the scope or the  
20 content of a legal document calls for a legal  
21 conclusion.

22 A This appears to be the document.

23 Q Do you recall whether you've reviewed this  
24 document that's been marked as Exhibit 33 any time  
25 between -- after the February 23rd, 2016, and

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1 on the acquisition of SBI by Bay Tek as of  
2 January 15th, 2016?

3 A They would not know.

4 Q Who would not know?

5 A I was the lead -- lead person with Joe  
6 during -- at this -- at this stage of the process.  
7 So it was not Larry Treankler. It was -- it was  
8 specifically Gaetan Phillipon, Joe Sladek, and our  
9 respective counsel.

10 Q Do you -- so we can agree that this closing of the  
11 SBI acquisition by Bay Tek was executed on  
12 February 23, 2016. Do you recall who was present  
13 during the closing of the acquisition of  
14 Bay Tek -- of SBI by Bay Tek?

15 MS. LEPERA: Objection to the  
16 preamble, not a question; assumes facts not  
17 in evidence that it was a physical closing,  
18 but you can answer.

19 A Yeah, representing SBI was Joe Sladek.  
20 Representing Bay Tek was myself and Matt Connell.

21 Q Who is Matt Connell? Do you know?

22 A He was Bay Tek's -- I don't remember his title --  
23 director of finance, that functionality.

24 Q I'm going to share with you an exhibit that's been  
25 marked as 38. It's a three-page document Bates

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1 stamped BT0003832 to BT00 --

2 MS. LEPERA: So --

3 Q -- 03834.

4 (Exh. 38 marked for  
5 identification.)

6 A I've seen it.

7 Q Do you recognize the document?

8 A Yes.

9 Q What is it?

10 A That is the -- the signing of the -- acquisition.

11 Q It's an email from you to Bay Tek all on  
12 February 23rd, 2016, and in the body of the email,  
13 you've included what appear to be a number of  
14 photos. And what -- do you recall where these  
15 photos were taken -- where these photos were  
16 taken?

17 A I just know it was an official building in  
18 Pennsylvania.

19 MS. LEPERA: For the record,  
20 BT0003832 through 34, highly confidential.  
21 He's on it, so it's okay.

22 Q Do you have any idea -- not disclosing  
23 privilege -- I'm not asking for privileged  
24 communications, but do you have any idea why  
25 photos of the closing between -- the closing of

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1        pictured on page 3 of Exhibit 38?

2        A     Going left to right, it's myself. In the center  
3               is Joe Sladek. And I had forgotten he was there.  
4               To the right is Michael Sladek, Joe's son.

5        Q     You testified previously that you could not recall  
6               any other licenses that were acquired in  
7               connection with the acquisition of SBI by Bay Tek  
8               on February 23, 2016. I'm marking as Exhibit 39 a  
9               two-page document that was produced without Bates  
10              marks because of a technical issue, I believe, but  
11              it was produced by Bay Tek in connection with the  
12              litigation.

13                                (Exh. 39 marked for  
14                                identification.)

15                                MS. LEPERA: I don't know why there  
16                                are not Bates stamp numbers on here. There  
17                                should be.

18                                MS. CASADONTE: Right. The  
19                                document was produced with redactions with  
20                                Bates marked --

21                                MS. LEPERA: Oh, and then you got  
22                                an unredacted copy?

23                                MS. CASADONTE: We got a ruling  
24                                requiring unredacted copy to be produced.

25                                MS. LEPERA: So we should have

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1 Bates stamped it separately then? Okay.

2 MS. CASADONTE: I don't -- there  
3 was a decision made on your end not to, for  
4 whatever reason.

5 MS. LEPERA: No, no, that's fine.  
6 I was just saying to my team, we should do  
7 that. Maybe reproduce it or something with  
8 the Bates stamp numbering for identification.  
9 But at any rate, go ahead.

10 Q Do you recognize this document, Mr. Phillipon?

11 A Yes, I do.

12 Q Okay. What is it?

13 MS. LEPERA: Again, don't -- with  
14 respect to the objection in terms of calling  
15 it anything relative to interpreting or  
16 characterizing it from a legal conclusion  
17 perspective, I object to. Your understanding  
18 is fine.

19 A Yeah. This was an agreement drafted by us, by  
20 Bay Tek, with Skee-Ball to legalize the assumption  
21 of the -- to pass along the licenses that were  
22 found by our due diligence team.

23 Q And you see here in the second whereas clause it  
24 appears that four different licenses are  
25 identified. Do you agree?



1 STATE OF WISCONSIN)

)SS

2 COUNTY OF DANE )

3 I, JESSICA BOLANOS, a Notary Public in and for the  
4 State of Wisconsin, do hereby certify that the  
5 foregoing deposition was taken before me via remote  
6 videoconference, on the 10th day of March 2022; that  
7 it was taken at the request of the counterclaim  
8 defendant upon verbal interrogatories; that it was  
9 taken in shorthand by me, a competent court reporter  
10 and disinterested person, approved by all parties in  
11 interest and thereafter converted to typewriting  
12 using computer-aided transcription; that said  
13 deposition is a true record of the deponent's  
14 testimony; that the appearances were as shown on  
15 Page 4 of the deposition; that the deposition was  
16 taken pursuant to notice; that said GAETAN PHILLIPON  
17 before examination was sworn by me to testify to the  
18 truth, the whole truth, and nothing but the truth  
19 relative to said cause. Dated March 21, 2022.

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23 \_\_\_\_\_  
Notary Public, State of Wisconsin